



SURFACE TRANSPORTATION BOARD

[Docket No. FD 36634]

Norfolk Southern Railway Company, Tennessee Railway Company, and Tennessee, Alabama & Georgia Railway Company—Corporate Family Exemption

Norfolk Southern Railway Company (NSR), Tennessee Railway Company (TRC), and Tennessee, Alabama & Georgia Railway Company (TAG) (collectively, Applicants) have jointly filed a verified notice of exemption for a corporate family transaction under 49 CFR 1180.2(d)(3).

According to the verified notice, both TRC and TAG are wholly owned, direct subsidiaries of NSR.¹ Applicants state that NSR, together with its rail subsidiaries, operates approximately 19,300 route miles in 22 states and the District of Columbia. Under the proposed transaction, TRC and TAG will be merged with and into NSR. Applicants state that the purpose of the transaction is to improve operating and administrative efficiencies within the corporate family. According to Applicants, the proposed transaction will not result in any significant changes in rail operations over the properties owned by TRC and TAG.

The verified notice states that the agreement for the proposed transaction will not involve restrictions on interchange with railroads outside the corporate family.

¹ The verified notice states TRC is a Class III railroad that operates over approximately 0.95 miles of rail line in Tennessee, and TAG is a Class III railroad that owns and/or operates over approximately 19.7 miles of rail line in Tennessee, Alabama, and Georgia.

Although Applicants state in their verified notice that the proposed transaction is scheduled to be consummated on or after November 11, 2022, this transaction may not be consummated until November 24, 2022 (30 days after the verified notice was filed).²

The verified notice states that the proposed transaction is within Applicants' corporate family and will not result in adverse changes in service levels, significant operational changes, or a change in the competitive balance with carriers outside the corporate family. Therefore, the transaction is exempt from the prior approval requirements of 49 U.S.C. 11323. See 49 CFR 1180.2(d)(3).

Under 49 U.S.C. 10502(g), the Board may not use its exemption authority to relieve a rail carrier of its statutory obligation to protect the interests of its employees. Accordingly, this transaction is subject to the standard employee protective conditions in New York Dock Railway—Control—Brooklyn Eastern District Terminal, 360 I.C.C 60, aff'd New York Dock Railway v. United States, 609 F.2d 83 (2d Cir. 1979).

If the verified notice contains false or misleading information, the exemption is void ab initio. Petitions to revoke the exemption under 49 U.S.C. 10502(d) may be filed at any time. The filing of a petition to revoke will not automatically stay the effectiveness of the exemption. Petitions for stay must be filed no later than November 17, 2022 (at least seven days before the exemption becomes effective).

All pleadings, referring to Docket No. FD 36634, must be filed with the Surface Transportation Board either via e-filing on the Board's website or in writing addressed to 395 E Street, S.W., Washington, DC 20423-0001. In addition, one copy of each pleading must be served on Applicants' representative, William A. Mullins, Baker & Miller PLLC, 2401 Pennsylvania Ave., N.W., Suite 300, Washington, DC 20037.

² Applicants initially submitted their verified notice of exemption on October 11, 2022, but supplemented it on October 25, 2022. Therefore, October 25, 2022, is the filing date.

According to Applicants, this action is categorically excluded from environmental review under 49 CFR 1105.6(c) and historic preservation reporting under 49 CFR 1105.8(b).

Board decisions and notices are available at www.stb.gov.

Decided: November 7, 2022.

By the Board, Mai T. Dinh, Director, Office of Proceedings.

Jeffrey Herzig,

Clearance Clerk.

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